

AKIN GUMP STRAUSS HAUER & FELD LLP

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	: :
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	: :
Debtors. ¹	: (Jointly Administered)
	: :
-----X	

**FORTY-FOURTH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF MAY 1, 2022 THROUGH MAY 31, 2022**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	May 1, 2022 through May 31, 2022
Monthly Fees Incurred:	\$272,902.50
20% Holdback:	\$54,580.50
Total Compensation Less 20% Holdback:	\$218,322.00
Monthly Expenses Incurred:	\$3,368.44
Total Fees and Expenses Requested:	\$221,690.44

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Forty-Fourth Monthly Fee Statement”) covering the period from May 1, 2022 through and including May 31, 2022 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Forty-Fourth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of compensation in the

² The total amount sought for fees and expenses (\$276,270.94) reflects voluntary reductions for the Compensation Period of \$39,352.50 in fees and \$1,377.42 in expenses.

amount of \$218,322.00 (80% of \$272,902.50) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$3,368.44 incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Forty-Fourth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675

Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Forty-Fourth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 5, 2022** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Forty-Fourth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Forty-Fourth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Forty-Fourth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
July 21, 2022

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,400.00	91.20	127,680.00
Ira Dizengoff	Financial Restructuring	1993	1,775.00	11.60	20,590.00
Dean Chapman	Litigation	2009	1,400.00	71.40	99,960.00
David Zensky	Litigation	1988	1,775.00	13.90	24,672.50
Total Partner				188.10	272,902.50
Total Hours / Fees Requested				188.10	272,902.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,450.84	188.10	272,902.50
Associates	0.00	0.00	0.00
Paralegals/Non-Legal Staff	0.00	0.00	0.00
Blended Timekeeper Rate	1,450.84		
Total Fees Incurred		188.10	272,902.50

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
3	Akin Gump Fee Application/Monthly Billing Reports	1.60	2,240.00
4	Analysis of Other Professionals Fee Applications/Reports	0.40	560.00
7	Creditors Committee Matters/Meetings (including 341 Meetings)	1.20	1,680.00
8	Hearings and Court Matters/Court Preparation	0.30	420.00
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	35.70	49,980.00
20	Jointly Asserted Causes of Action	140.80	206,682.50
22	Disclosure Statement/Solicitation/Plan/Confirmation	7.20	10,080.00
23	Asset Dispositions/363 Asset Sales	0.90	1,260.00
TOTAL:		188.10	272,902.50

Exhibit C

Itemized Fees

Akin Gump
Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1996059
Invoice Date 07/19/22
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
003 Akin Gump Fee Application/Monthly Billing Reports	1.60	\$2,240.00
004 Analysis of Other Professionals Fee Applications/Reports	0.40	\$560.00
007 Creditors Committee Matters/Meetings (including 341 Meetings)	1.20	\$1,680.00
008 Hearings and Court Matters/Court Preparation	0.30	\$420.00
010 DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	35.70	\$49,980.00
020 Jointly Asserted Causes of Action	140.80	\$206,682.50
022 Disclosure	7.20	\$10,080.00
Statement/Solicitation/Plan/Confirmation		
023 Asset Dispositions/363 Asset Sales	0.90	\$1,260.00
TOTAL	188.10	\$272,902.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/06/22	SLB	003 Review Akin invoice for privilege and compliance with UST guidelines in connection with preparation of fee app.	0.80
05/11/22	SLB	003 Correspondence with M3 re invoicing issues.	0.40
05/13/22	SLB	003 Correspondence with J. Szydlo re Fee Statement (.2); draft correspondence to P. Dublin re same (.2).	0.40
05/04/22	SLB	004 Review professional fee apps (.2); correspondence with Weil re same (.2).	0.40
05/10/22	SLB	007 Confer with UCC member re case status and open issues (.4); analyze same (.8).	1.20
05/23/22	SLB	008 Confer with G. Fail re upcoming hearing and related issues (.2); draft correspondence to members of FR and Lit teams re same (.1).	0.30
05/02/22	DLC	010 Confer with S. Brauner re litigation funding (.4); review materials re same (.2); update case budget in connection with lit funding efforts (.4); review and revise funding agreement (.5).	1.50
05/02/22	SLB	010 Confer with D. Chapman re funding agreement and related issues.	0.40
05/03/22	DLC	010 Review and revise funding agreement (1.9); confer with S. Brauner re same (.3).	2.20
05/03/22	SLB	010 Continue to revise funding agreement (3.6); confer with D. Chapman re same (.3).	3.90
05/04/22	DLC	010 Review and revise litigation financing agreement (1.9); prepare for (.3) and participate in prep session with client re declaration ISO funding motion (.8); confer with S. Brauner re: correspondence with admin rep. (.5).	3.50
05/04/22	SLB	010 Meet with Designee and D. Chapman re declaration in support of financing motion (.8); follow-up correspondence with Designee re same (.3); confer with D. Chapman re communications with Admin Rep (.5); draft correspondence to Admin Rep re same (.5); analyze issues re same (.5).	2.60
05/05/22	DLC	010 Review and revise funding agreement (2.7); correspond with S. Brauner re discussions with admin rep (.5).	3.20
05/05/22	SLB	010 Draft correspondence to Admin Rep re financing (.8); correspondence with D. Chapman re same (.6); analyze issues re financing (.6); revise funding agreement (1.7).	3.70
05/07/22	SLB	010 Continue to revise funding agreement (1.2); correspondence with Z. Lanier re same (.2).	1.40
05/11/22	DLC	010 Participate in call with S. Brauner and Z. Lanier re litigation funding agreement.	0.60
05/11/22	SLB	010 Prepare for internal call (.5); confer with D. Chapman and Z. Lanier re Funding Agreement and related issues (.6); analyze issues re same (1.0).	2.10
05/12/22	SLB	010 Revise Funding Agreement (1.4); draft correspondence to D. Chapman re same (.2); correspondence with BW re same (.1); analyze issue re same (.5).	2.20
05/18/22	DLC	010 Review case budget in connection with litigation funding efforts.	0.30
05/20/22	DLC	010 Revise litigation financing agreement (.9); correspondence with S. Brauner re same (.2).	1.10
05/20/22	SLB	010 Revise funding agreement (1.2); correspondence with D. Chapman re same (.3).	1.50
05/21/22	SLB	010 Analyze open issue re litigation funding (.8); review plan and confirmation order re same (.6).	1.40
05/23/22	SLB	010 Correspondence with potential litigation funder re status and next steps (.3); prepare analysis re same (.5); analyze issues re same (.8).	1.60
05/25/22	DLC	010 Update case budget in connection with litigation funding efforts.	0.70
05/26/22	SLB	010 Prepare notice of hearing on financing motion (.1); coordinate filing of	0.50

SEARS CREDITORS COMMITTEE
Bill Number: 1996059

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		same (.3); correspondence with G. Fail re same (.1).	
05/27/22	SLB	010 Correspondence with BW re status and next steps in connection with financing motion.	0.20
05/31/22	SLB	010 Confer with PBGC counsel re financing motion (.3); analyze issue re same (.4); correspondence with BW re same (.4).	1.10
05/02/22	DLC	020 Review key background materials re Adversary Proceeding (1.3); outline mediation briefing (.6); review FTI mediation deck (.5); correspond with FTI re same (.3).	2.70
05/02/22	SLB	020 Revise slides for mediators (1.6); correspondence with FTI re same (.3); analyze open mediation issue (.9); correspondence with mediators re scheduling (.3).	3.10
05/03/22	DMZ	020 Attend mediation session.	0.40
05/03/22	DLC	020 Review key materials re certain defendants in connection with mediation (1.8); prepare for (.1) and participate in (.4) mediation session; review and revise letter to Seritage (.2); circulate same to clients with cover letter (.5); send same to opposing counsel (.1).	3.00
05/03/22	SLB	020 Prepare for (.3) and participate in (.4) mediation session; review plan and confirmation order in connection with same (.2); analyze open mediation issue (.6).	1.50
05/04/22	DMZ	020 Correspond with D. Chapman re mediation briefing.	0.10
05/04/22	DLC	020 Review hot docs (.4); correspond with D. Zensky re mediation (.1).	0.50
05/05/22	DMZ	020 Review correspondence from Admin. Rep. and Defendants re Adversary Proceeding.	0.20
05/05/22	DLC	020 Review JAMS fee agreement (.5); confer with JAMS re: same (.4); revise JAMS fee agreement (.4); correspond with S. Brauner re mediation issues (.4); review correspondence from Defendant in connection with same (.3).	2.00
05/05/22	SLB	020 Correspondence with D. Chapman re mediation and related issues (.4); review materials re same (.6).	1.00
05/06/22	DLC	020 Confer with S. Brauner and JAMS re engagement letter in connection with mediation (.4); revise same (.8).	1.20
05/06/22	SLB	020 Confer with D. Chapman re mediation fees and related issues (.4); review materials re same (.6).	1.00
05/09/22	DLC	020 Review key documents in Adversary Proceeding (2.5); draft supplemental mediation submission (4.1); confer with JAMS re mediation fee agreement (.4); correspond with S. Brauner re same (.4).	7.40
05/09/22	SLB	020 Correspondence with D. Chapman re mediation fees and related issues (.4); analyze issues re same (.8).	1.20
05/10/22	DMZ	020 Confer with S. Brauner and D. Chapman re mediation (.2); confer with I. Dizengoff re same (.1).	0.30
05/10/22	ISD	020 Review materials re mediation (1.0); confer with D. Zensky re same (.1).	1.10
05/10/22	DLC	020 Review key documents (1.0); revise memorandum for mediation (3.7); confer with S. Brauner and D. Zensky re mediation (.2); confer with JAMS re fee agreement (.3); analyze issues re same (.2).	5.40
05/10/22	SLB	020 Review correspondence from mediators re status (.3); confer with D. Zensky and D. Chapman re same (.2); analyze issues re same (.9); correspondence (.2) and confer (.2) with Debtors' counsel re same.	1.80
05/11/22	DMZ	020 Call with I. Dizengoff re mediation.	0.30
05/11/22	ISD	020 Confer with D. Zensky re mediation (.3); review correspondence and analysis from S. Brauner re same (.7); analyze issues re same (.3).	1.30
05/11/22	DLC	020 Review mediation invoices (.2); correspond with Debtors re same (.2); review correspondence from mediators (.2); draft correspondence to litigation designees re same (.2); confer with S. Brauner re mediation (.2); revise draft mediation submission (.8).	1.80
05/11/22	SLB	020 Draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re mediation and related issues (.5); comment on correspondence to Designees re same (.2); analyze issues re same (1.3); review analysis re	2.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		same (.5); confer with D. Chapman re mediation (.2).	
05/12/22	DMZ	020 Attend mediation sessions.	0.50
05/12/22	ISD	020 Attend mediation session (.5); correspond with D. Zensky and S. Brauner re same (.3).	0.80
05/12/22	DLC	020 Prepare for (.7) and attend (.5) mediation sessions; correspond with I. Dizengoff and S. Brauner re: same (.7).	1.90
05/12/22	SLB	020 Attend mediation sessions (.5); draft summary correspondence for Designees (.6); follow-up correspondence with Designees (.3): correspondence with I. Dizengoff and D. Chapman re mediation and related issues (.7); analyze issues re same (.4); confer with Debtors' counsel re same (.3).	2.80
05/13/22	DMZ	020 Correspond with I. Dizengoff, S. Brauner and D. Chapman re mediation (.3); analyze issues re same (.1).	0.40
05/13/22	ISD	020 Attend mediation (.6); internal follow-up correspondence re same (.1).	0.70
05/13/22	DLC	020 Prepare for (.4) and participate in (.6) mediation sessions; correspond with I. Dizengoff, S. Brauner, and D. Zensky re same (.3); review key documents in connection with same (2.1); confer with JAMS and Debtors re mediation fees (.2).	3.60
05/13/22	SLB	020 Attend mediation sessions (.6); correspondence with I. Dizengoff, D. Zensky and D. Chapman re same (.3); analyze issues re same (1.3); draft correspondence to Designees re same (.6); confer with FTI re same (.4).	3.20
05/14/22	DMZ	020 Call with S. Brauner and D. Chapman to assess mediation options (.4); call with Designees re same (.8).	1.20
05/14/22	DLC	020 Participate in call with D. Zensky and S. Brauner re mediation (.4); participate in call with Designees re same (.8).	1.20
05/14/22	SLB	020 Pre-call with D. Zensky and D. Chapman (.4) and call with Designees (.8) re mediation; draft correspondence to I. Dizengoff re same (.3); analyze issues re same (.5).	2.00
05/16/22	DMZ	020 Correspond with S. Brauner re mediation.	0.20
05/16/22	ISD	020 Confer with S. Brauner re mediation (.3); correspond with Designees re same (.3); analyze issues re same (.6).	1.20
05/16/22	DLC	020 Review S. Brauner correspondence to Designees re mediation (.2); confer with S. Brauner re same (.4).	0.60
05/16/22	SLB	020 Draft update correspondence to Designees re mediation (.8); correspondence with Designees re same (.4); draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re mediation and open issues (.6); confer with I. Dizengoff re same (.3); confer with D. Chapman re same (.4); analyze issues re same (1.3); correspondence with mediators re upcoming sessions (.4); correspond with D. Zensky re mediation (.2).	4.40
05/17/22	DMZ	020 Review draft mediation statement (.2); prepare for (.3) and attend (1.1) mediation session.	1.60
05/17/22	ISD	020 Prepare for (.5) and attend (1.1) mediation session.	1.60
05/17/22	DLC	020 Review key documents in connection with Adversary Proceeding (2.5); outline open issues re same (.6); prepare for (.2) and participate in (1.1) call with mediators; draft summary of same for Designees (.8); revise mediation submission (1.6).	6.80
05/17/22	SLB	020 Prepare for (.5) and attend (1.1) mediation session; draft correspondence to Designees re status of same (.7); draft correspondence to I. Dizengoff, D. Chapman and D. Zensky re status and next steps (.6); analyze issues re same (1.6).	4.60
05/18/22	DMZ	020 Review and comment on mediation submission (.5); call with D. Chapman re open mediation issues (.2); calls with S. Brauner and D. Chapman re same (.5).	1.20
05/18/22	DLC	020 Review key documents in connection with Adversary Proceeding (1.9); various calls with D. Zensky and S. Brauner re mediation issues (.5); revise mediation submission (2.0); confer with D. Zensky re: same (.2).	4.60
05/18/22	SLB	020 Calls with D. Zensky and D. Chapman re next steps in mediation (.5);	2.90

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Bill Number: 1996059

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		draft correspondence to members of FR and Lit teams re same (.7); analyze issues re same (1.0); correspondence with mediators re same (.3); correspondence with Designees re same (.4).	
05/19/22	DMZ	020 Prepare for (.2) and attend (1.2) mediation sessions; confer with S. Brauner and D. Chapman re same (.4); revise draft correspondence to Designees re same (.2).	2.00
05/19/22	DLC	020 Continue review of key documents in connection with mediation (.6); revise mediation submission (1.7); prepare for (.2) and participate in (1.2) mediation sessions; confer with D. Zensky and S. Brauner re same (.4); draft correspondence to Designees re mediation updates (.4); analyze mediation issues (.8); correspondence with S. Brauner re same (.2).	5.10
05/19/22	SLB	020 Attend various mediation sessions (1.2); analyze issues re mediation (.7); review materials re same (1.2); correspondence with mediators re same (.2); confer with D. Zensky and D. Chapman re same (.4); prepare update correspondence and analysis for Designees (1.0); correspondence with D. Chapman re same (.2).	4.80
05/20/22	DMZ	020 Correspondence with S. Brauner and D. Chapman re mediation updates (.2); attend mediation sessions (1.1); attend call with Admin Representative re mediation (.4); review memorandum in connection with mediation (.3).	2.00
05/20/22	DLC	020 Correspond with D. Zensky and S. Brauner re mediation (.4); review documents in connection with same (1.1); participate in multiple mediation sessions (1.1); draft summary memorandum of same (.6); participate in call with admin rep re mediation (.4); participate in call with K. Casteel re updates in Adversary Proceeding (.2).	3.80
05/20/22	SLB	020 Attend mediation sessions (1.1); analyze issues re same (.6); correspondence with Designees re same (.4); prepare summary of status for Designees (.7); correspondence with D. Zensky and D. Chapman re same and next steps (.5); review materials re same (.4); attend call with Quinn and Admin Representative re mediation (.4).	4.10
05/23/22	DMZ	020 Correspond with S. Brauner and D. Chapman re next steps in mediation.	0.10
05/23/22	DLC	020 Correspond with D. Zensky and S. Brauner re mediation updates.	0.40
05/23/22	SLB	020 Correspondence with D. Zensky and D. Chapman re mediation and next steps (.4); analyze issues re same (.9); draft update correspondence to Designees re same (.4).	1.70
05/24/22	DMZ	020 Review mediation statement.	0.20
05/24/22	DLC	020 Review mediators' report (.2) analyze issues re same (.3).	0.50
05/24/22	SLB	020 Prepare talking points for Chambers conference in adversary proceeding.	1.00
05/25/22	DMZ	020 Correspond with I. Dizengoff, S. Brauner and D. Chapman re mediation and chambers conference (.3); revise correspondence to Designees re same (.3).	0.60
05/25/22	ISD	020 Confer with S. Brauner and Weil re mediation (.2); calls with S. Brauner re same (.5); review internal correspondence re same (.3).	1.00
05/25/22	DLC	020 Review correspondence from defendants in Adversary Proceeding (.2); draft correspondence to D. Zensky, I. Dizengoff and S. Brauner re same (.3); draft response to Defendants (.5); correspond with D. Zensky, I. Dizengoff, and S. Brauner re chambers conference and mediation issues (.3); prepare for same (.3).	1.60
05/25/22	SLB	020 Participate on call with R. Schrock, G. Fail and I. Dizengoff re Chambers conf (.2); follow-up call with I. Dizengoff re same (.2); prepare for same (.5); correspondence with I. Dizengoff, D. Zensky and D. Chapman re same (.3); revise materials for same (1.2); draft correspondence to Designees re mediation (.8); analyze issues re same (.9); confer with I. Dizengoff re same (.3).	5.40
05/26/22	DMZ	020 Attend chambers conference (.5); analyze issues re next steps (.2).	0.70
05/26/22	ISD	020 Prepare for (.7) and attend (.5) Chambers conference re mediation.	1.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/26/22	DLC	020 Attend Chambers conference re mediation (.5); confer with S. Brauner re same (.3); draft order extending mediation (1.0) circulate same to mediation parties (.2).	2.00
05/26/22	SLB	020 Prepare for (.3) and attend (.5) Chambers conf in adversary proceeding; revise proposed mediation extension order (.4); confer with D. Chapman re same (.3); draft summary of Chambers conf for Designees (.3); draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re mediation and related issues (.7); analyze issues re same (.3).	2.20
05/27/22	ISD	020 Confer with S. Brauner re mediation (.2); review mediation order (.4); analyze mediation issues (.7).	1.30
05/27/22	DLC	020 Revise draft mediation order (.8); confer with S. Brauner re same (.2); circulate materials re mediation to members of FR and Lit teams (2).	1.20
05/27/22	SLB	020 Correspondence with mediation parties re extension order (.4); revise same (.4); confer with D. Chapman re same (.2); draft correspondence to Chambers re same (.2); draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re same (.5); confer with I. Dizengoff re open mediation issues (.2); analyze same (.6).	2.50
05/28/22	SLB	020 Draft correspondence to I. Dizengoff, D. Zensky and D. Chapman re mediation (.3); correspondence with mediators re same (.1); analyze issue re same (.4).	0.80
05/31/22	DMZ	020 Review memorandum and key documents in connection with mediation (.9); attend pre-call with I. Dizengoff, S. Brauner and D. Chapman (.2); participate in mediation session (.8).	1.90
05/31/22	ISD	020 Call with D. Zensky, S. Brauner and D. Chapman re mediation session (.2); attend same (.8); follow up with S. Brauner re same (.2); analyze issues re same (.2).	1.40
05/31/22	DLC	020 Participate in call with D. Zensky, I. Dizengoff, and S. Brauner re: mediation (.2) participate in mediation session (.8).	1.00
05/31/22	SLB	020 Participate on pre-call with D. Zensky, I. Dizengoff and D. Chapman re mediation (.2); participate on call with mediators (.8); analyze issue re mediation (.9); correspondence with Designees re same (.2); confer with I. Dizengoff re same (.2).	2.30
05/09/22	SLB	022 Confer with G. Fail (Weil) re pre-Effective Date Committee meeting and related issues (.4); review materials re same (.8); analyze issues re same (1.3); correspondence with R. Tucker re same (.2).	2.70
05/10/22	SLB	022 Prepare for (.5) and participate in (1.0) pre-Effective Date Committee call; correspondence with FTI re same (.2) correspondence with Debtors' counsel re same (.3); analyze Effective Date related issues (1.2).	3.20
05/13/22	SLB	022 Confer with G. Fail re Effective Date issues and related matters (.3); draft correspondence to members of FR and Lit teams re same (.3); analyze issues re same (.3).	0.90
05/24/22	SLB	022 Confer with creditor re plan distributions.	0.40
05/13/22	SLB	023 Confer with C. Carty (Herrick) re MTN investigation and related issues (.4); analyze issues re same (.5).	0.90
Total Hours			188.10

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D M ZENSKY	13.90	at \$1775.00 =	\$24,672.50
I S DIZENGOFF	11.60	at \$1775.00 =	\$20,590.00
D L CHAPMAN	71.40	at \$1400.00 =	\$99,960.00
S L BRAUNER	91.20	at \$1400.00 =	\$127,680.00

Current Fees

\$272,902.50

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	289.04
Computerized Legal Research – Other	352.37
Computerized Legal Research – Westlaw – in contract 30% discount	2,052.08
Computerized Legal Research - Courtlink - In Contract 50% Discount	348.89
Meals – Overtime	20.00
Meals – In House Catered	171.48
Travel – Airfare	124.22
Travel – Lodging (Hotel, Apt, Other)	10.36
TOTAL:	3,368.44

Exhibit E

Itemized Disbursements

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FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$289.04
Computerized Legal Research - Other	\$352.37
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$348.89
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,052.08
Meals - Overtime	\$20.00
Meals - In House Catered	\$171.48
Travel - Airfare	\$124.22
Travel - Lodging (Hotel, Apt, Other)	\$10.36

Current Expenses	\$3,368.44
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Date		Value
04/13/22	Meals - In House Catered CONSTELLATION IN HOUSE CATERING: ANITA GOMEZ ID: 418 GUEST COUNT: 6 DATE: 04/13/2022	\$47.36
05/01/22	Meals - Overtime VENDOR: GRUBHUB HOLDINGS INC F/K/A SEAMLE upload INVOICE#: SL-184-130 DATE: 5/1/2022 Dean Chapman - Trattoria Trecolori - 4/26/2022 - Overtime Meal	\$20.00
05/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/2/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$180.58
05/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/2/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$32.83
05/02/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
05/03/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
05/03/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/3/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
05/04/22	Computerized Legal Research - Westlaw	\$24.63

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	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/4/2022 AcctNumber: 1003389479 ConnectTime: 0.0	
05/04/22	Computerized Legal Research - Westlaw	\$90.29
	- in contract 30% discount User: YEN DORIS Date: 5/4/2022 AcctNumber: 1003389479 ConnectTime: 0.0	
05/04/22	Computerized Legal Research - Westlaw	\$8.21
	- in contract 30% discount User: YEN DORIS Date: 5/4/2022 AcctNumber: 1003389479 ConnectTime: 0.0	
05/04/22	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
05/05/22	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
05/05/22	Computerized Legal Research - Westlaw	\$57.46
	- in contract 30% discount User: YEN DORIS Date: 5/5/2022 AcctNumber: 1003389479 ConnectTime: 0.0	
05/05/22	Computerized Legal Research - Westlaw	\$57.46
	- in contract 30% discount User: LIBRARY AKIN Date: 5/5/2022 AcctNumber: 1000309084 ConnectTime: 0.0	
05/06/22	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
05/09/22	Computerized Legal Research - Westlaw	\$180.58
	- in contract 30% discount User: LIBRARY AKIN Date: 5/9/2022 AcctNumber: 1000309084 ConnectTime: 0.0	
05/09/22	Computerized Legal Research - Westlaw	\$32.83
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/9/2022 AcctNumber: 1003389479 ConnectTime: 0.0	
05/09/22	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
05/10/22	Computerized Legal Research - Courtlink	\$16.61
	- In Contract 50% Discount Service: COURTLINK TRACK; Employee:	

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	NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
05/10/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/10/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
05/11/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/11/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$24.63
05/11/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/11/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
05/11/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/11/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21
05/11/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
05/12/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
05/12/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/12/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$57.46
05/12/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/12/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$57.46
05/12/22	Meals - In House Catered CONSTELLATION IN HOUSE CATERING: ANITA GOMEZ ID: 617 GUEST COUNT: 6 DATE: 05/12/2022	\$124.12
05/13/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
05/14/22	Travel - Airfare VENDOR: HSBC TRAVEL CC - GHOST CARD INVOICE#: R7505012 DATE: 5/14/2022 NAME: DUBLIN P TICKET #: 10577652504425	\$36.23
05/14/22	Travel - Airfare VENDOR: HSBC	\$36.23

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	TRAVEL CC - GHOST CARD INVOICE#: R7505014 DATE: 5/14/2022 NAME: DIZENGOFF I TICKET #: 10577652504436	
05/16/22	Travel - Airfare VENDOR: HSBC TRAVEL CC - GHOST CARD INVOICE#: R7506051 DATE: 5/16/2022 NAME: DUBLIN P TICKET #: Hotel5117SD06	\$15.53
05/16/22	Travel - Airfare VENDOR: HSBC TRAVEL CC - GHOST CARD INVOICE#: R7506052 DATE: 5/16/2022 NAME: DIZENGOFF I TICKET #: Hotel5117SD06	\$15.53
05/16/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/16/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$32.83
05/16/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
05/16/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/16/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$180.58
05/17/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
05/17/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/17/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
05/18/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/18/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$24.63
05/18/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/18/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
05/18/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/18/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21
05/18/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type:	\$16.61

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	OTHER FREQUENCY TRACKS; Quantity: 3.0	
05/19/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
05/19/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/19/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$57.46
05/19/22	Travel - Airfare VENDOR: HSBC TRAVEL CC - GHOST CARD INVOICE#: R7514882 DATE: 5/19/2022 NAME: DUBLIN P TICKET #:	\$20.70
05/19/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/19/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$57.46
05/20/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
05/23/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/23/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$32.83
05/23/22	Travel - Lodging (Hotel, Apt, Other) VENDOR: HSBC TRAVEL CC - GHOST CARD INVOICE#: R7527957 DATE: 5/23/2022 NAME: DUBLIN P TICKET #:	\$5.18
05/23/22	Travel - Lodging (Hotel, Apt, Other) VENDOR: HSBC TRAVEL CC - GHOST CARD INVOICE#: R7527958 DATE: 5/23/2022 NAME: DIZENGOFF I TICKET #:	\$5.18
05/23/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
05/24/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
05/24/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/24/2022 AcctNumber: 1003389479	\$90.29

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05/25/22	ConnectTime: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/25/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$24.63
05/25/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/25/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
05/25/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/25/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$8.21
05/25/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
05/26/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
05/26/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/26/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$57.46
05/27/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
05/30/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/30/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$32.83
05/31/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/31/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$90.29
05/31/22	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.52
05/31/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 3.0	\$219.52
05/31/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service:	\$16.62

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	COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
05/31/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2205 DATE: 5/31/2022	\$16.00
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2205 DATE: 5/31/2022	\$16.00
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2205 DATE: 5/31/2022	\$50.63
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2205 DATE: 5/31/2022	\$50.63
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2205 DATE: 5/31/2022	\$59.06
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2205 DATE: 5/31/2022	\$118.13
05/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2205 DATE: 5/31/2022	\$41.92
	- Document retrieval in various courts	
	Current Expenses	\$3,368.44
Total Amount of This Invoice		\$276,270.94
	Prior Balance Due	\$8,821,607.28
	Total Balance Due Upon Receipt	\$9,097,878.22